

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Larren M. Nashelsky  
Gary S. Lee  
Lorenzo Marinuzzi

*Proposed Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
)

---

**PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON JUNE 18, 2012 AT 10:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

**I. INITIAL CASE CONFERENCE**

**Residential Capital, LLC, et al. v. Allstate Ins. Co., et al. (Adv. Proc. No. 12-AP-01671 (MG))**

1. Complaint [Docket No. 1]

**Related Documents:**

- a. Motion and Debtors' Motion to Extend Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates [Docket No. 4]
- b. Declaration of Joel C. Haims [Docket No. 5]

- c. Declaration of Jeffrey A. Lipps [Docket No. 6]
- d. Declaration of James Whitlinger [Docket No. 7]
- e. Declaration of Anne Janiczek [Docket No. 8]
- f. Notice of Proposed Order Granting Debtors' Motion to Extend the Automatic Stay Or, in the Alternative, for Injunctive Relief [Docket No. 9]
- g. Summons with Notice of Pre-Trial Conference [Docket No. 12]
- h. Notice of Initial Case Conference Regarding Debtors Motion to Extend the Automatic Stay, or in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates [Docket No. 14]
- i. Second Amended Notice of Debtors' Motion to Extend the Automatic Stay Or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates [Docket No. 15]

**Status:** The initial case conference on this matter will be going forward.

## **II. CONTESTED MATTERS**

- 2. Debtors' Motion For Interim And Final Orders Under Sections 105(a), 363, 364, 503(b), 1107(a), And 1108 Of The Bankruptcy Code Authorizing The Debtors To (I) Process And Where Applicable Fund Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination And Sale Activities Related To Loan Securitization, (III) Continue To Perform, And Incur Postpetition Secured Indebtedness, Under The Mortgage Loan Purchase And Sale Agreement With Ally Bank And Related Agreements, (IV) Pay Certain Prepetition Amounts Due To Critical Origination Vendors, And (V) Continue Honoring Mortgage Loan Repurchase Obligations Arising In Connection With Loan Sales And Servicing, Each In The Ordinary Course Of Business [Docket No. 44]

### **Related Documents:**

- a. Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b. Interim Order Under Sections 105(a), 363, 364, 503(b), 1107(a), And 1108 Of The Bankruptcy Code Authorizing The Debtors To (I) Process And Where Applicable Fund Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination And Sale Activities Related To Loan Securitization, (III) Continue To Perform, And Incur Postpetition Secured Indebtedness, Under The Mortgage Loan Purchase And Sale Agreement

With Ally Bank And Related Agreements, (IV) Pay Certain Prepetition Amounts Due To Critical Origination Vendors, And (V) Continue Honoring Mortgage Loan Repurchase Obligations Arising In Connection With Loan Sales And Servicing, Each In The Ordinary Course Of Business, and Scheduling Final Hearing [Docket No. 81]

- c. Second Supplemental Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, In Further Support of Entry of Final Orders For Specific "First Day" Motions [Docket No. 365]

**Responses Received:**

- a. Reservation of Rights to Debtors' Motions for Continued Servicing and Origination [Docket No. 218]
- b. Statement of the United States of America on Behalf of the Government National Mortgage Association Concerning Debtors' Motions to Authorize Continued Origination and Servicing Activities [Docket No. 225]
- c. Limited Objection And Reservation Of Rights Of The Official Committee Of Unsecured Creditors To The Debtors' (I) Origination Motion And (II) Ally Servicing Motion [Docket No. 303]

**Filed Replies:**

- a. Debtors' Reply to the Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to the Debtors' (I) Origination Motion and (II) Ally Servicing Motion [Docket No. 367]

**Status:** The hearing on this matter will be going forward.

- 3. Debtors' Motion For Interim And Final Orders Under Bankruptcy Code Sections 105(a) And 363 Authorizing The Debtors To Continue To Perform Under The Ally Bank Servicing Agreements In The Ordinary Course Of Business [Docket No. 47]

**Related Documents:**

- a. Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b. Interim Order Pursuant to Sections 105(a) and 363 of the Bankruptcy Code Authorizing the Debtors to Continue to Perform Under the Ally Bank Servicing Agreement in the Ordinary Course of Business [Docket No. 90]
- c. Declaration of Matthew Detwiler In Support of Debtors' Ally Servicing Motion [Docket No. 366]

**Responses Received:**

- a. Reservation of Rights to Debtors' Motions for Continued Servicing and Origination [Docket No. 218]
- b. Limited Objection And Reservation Of Rights Of The Official Committee Of Unsecured Creditors To The Debtors' (I) Origination Motion And (II) Ally Servicing Motion [Docket No. 303]

**Filed Replies:**

- a. Debtors' Reply to the Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to the Debtors' (I) Origination Motion and (II) Ally Servicing Motion [Docket No. 367]

**Status:** The hearing on this matter will be going forward.

- 4. Debtors' Motion For Interim And Final Orders Pursuant To Bankruptcy Code Sections 105, 361, 362, 363, And 507(b) And Bankruptcy Rule 4001(b): (I) Authorizing The Use Of Cash Collateral And Related Relief, (II) Granting Adequate Protection And (III) Scheduling A Final Hearing (Citibank, N.A. Cash Collateral) [Docket No. 15]

**Related Documents:**

- a. Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b. Interim Order (I) Granting Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, and (IV) Scheduling a Final Hearing [Docket No. 79]

**Responses Received:**

- a. Omnibus Objection Of Green Planet Servicing, LLC To Certain Of The Debtors' First Day Pleadings [Docket No. 293]
- b. Omnibus Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions Seeking (I) Entry Into The Barclays DIP Facility, (II) Entry Into The Ally DIP Facility And The Use Of Certain Cash Collateral, And (III) The Use Of The Citibank Cash Collateral [Docket No. 301]

**Filed Replies:**

- a. Reply of Citibank, N.A. to Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Motions Seeking (I) Entry Into the Barclays DIP Facility, (II) Entry Into the Ally DIP Facility and the Use of

Certain Cash Collateral, and (III) The Use of the Citibank Cash Collateral [Docket No. 358]

- b.** Debtors' Omnibus Reply to Objections to DIP Financing and Cash Collateral Motions [Docket No. 372]

**Status:** The hearing on this matter will be going forward.

- 5.** Corrected Debtors' Motion For Interim And Final Orders Pursuant To Bankruptcy Code Sections 105, 361, 362, 363, And 507(b) And Bankruptcy Rules 4001 And 6004: (I) Authorizing The Debtors To Obtain Postpetition Financing On A Secured, Superpriority Basis, (II) Authorizing The Use Of Cash Collateral And Related Relief, (III) Granting Adequate Protection And (IV) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b) And 4001(c), And (V) Granting Related Relief (Debtor In Possession Financing And Ally Financial Inc. And Junior Secured Noteholders Cash Collateral) [Docket No. 42]

**Related Documents:**

- a.** Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b.** Declaration of Marc D. Puntus in Support of the Debtors' Motions for Interim and Final Orders Authorizing the Debtors to Enter Into the Barclays DIP Facility and the AFI DIP Facility [Docket No. 20]
- c.** Interim Order Under Sections 105, 361, 362, 363, And 507(b) And Bankruptcy Rules 4001 And 6004: (I) Authorizing The Debtors To Obtain Postpetition Financing On A Secured, Superpriority Basis, (II) Authorizing The Use Of Cash Collateral And Related Relief, (III) Granting Adequate Protection And (IV) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b) And 4001(c), And (V) Granting Related Relief (Debtor In Possession Financing And Ally Financial Inc. And Junior Secured Noteholders Cash Collateral) [Docket No. 89]
- d.** Notice of Filing of Additional Exhibit to Debtors' Motion For Interim And Final Orders Pursuant To Bankruptcy Code Sections 105, 361, 362, 363, And 507(b) And Bankruptcy Rules 4001 And 6004: (I) Authorizing The Debtors To Obtain Postpetition Financing On A Secured, Superpriority Basis, (II) Authorizing The Use Of Cash Collateral And Related Relief, (III) Granting Adequate Protection And (IV) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b) And 4001(c), And (V) Granting Related Relief (Debtor In Possession Financing And Ally Financial Inc. And Junior Secured Noteholders Cash Collateral) [Docket No. 174]
- e.** Affidavit of James L. Garrity, Jr. in Support of the Limited Objections of Certain Trustees for Residential Mortgage Backed Securities Trusts to the

Debtors' Sale Motion and Postpetition Financing Motions [Docket No. 300]

- f. Second Supplemental Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, In Further Support of Entry of Final Orders For Specific "First Day" Motions [Docket No. 365]
- g. Supplemental Declaration of Marc D. Puntus in Support of the Debtors' Motions for Interim and Final Orders Authorizing the Debtors to Enter Into the Barclays DIP Facility and the AFI DIP Facility [Docket No. 368]

**Responses Received:**

- a. Second Amended Omnibus Objection [of Wendy Alison Nora] to Interim Orders of the Honorable James M. Peck as Being in Excess of the Court's Jurisdiction as Entered Without Notice to Interested Parties or Time to Respond in Violation of the Fifth and Fourteenth Amendments to the Constitution of the United States and Having the Effect of Depriving the Claimant of her Procedural and Substantive Due Process of Law to the Constitution of the United States and Further Being in Excess of Any Reasonable Exercise of the Court's Equitable Powers Under 11 U.S.C. § 105 (the "Nora Objection") [Docket No. 227]
- b. Additional Objection and Opposition [of Paul N. Papas] to Interim Requests in the Above Matter (the "Papas Objection") [Not docketed]
- c. Limited Objection of Certain Trustees For Residential Mortgage Backed Securities Trusts To The Debtors' Postpetition Financing Motions [Docket No. 288]
- d. Omnibus Objection Of Green Planet Servicing, LLC To Certain Of The Debtors' First Day Pleadings [Docket No. 293]
- e. Limited Objection of the United States of America to Debtors Motion for Final Order Approving Debtor-in-Possession Financing with Respect to Ally Financial, Inc. [Docket No. 294]
- f. Omnibus Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions Seeking (I) Entry Into The Barclays DIP Facility, (II) Entry Into The Ally DIP Facility And The Use Of Certain Cash Collateral, And (III) The Use Of The Citibank Cash Collateral [Docket No. 301]
- g. Ally Financial Inc.'s Omnibus Response to the Objections of the Committee, Certain Trustees for Residential Mortgage Backed Securities, and the United States of America to the Ally DIP and Cash Collateral Order [Docket No. 356]

**Filed Replies:**

- a. Reply of Citibank, N.A. to Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Motions Seeking (I) Entry Into the Barclays DIP Facility, (II) Entry Into the Ally DIP Facility and the Use of Certain Cash Collateral, and (III) The Use of the Citibank Cash Collateral [Docket No. 358]
- b. Debtors' Omnibus Reply to Objections to DIP Financing and Cash Collateral Motions [Docket No. 372]

**Status:** The hearing on this matter will be going forward.

- 6. Debtors' Motion For Interim And Final Orders Pursuant To 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) And 364(e) And Bankruptcy Rules 4001 And 6004 (I) Authorizing The Debtors To (A) Enter Into And Perform Under Receivables Purchase Agreements And Mortgage Loan Purchase And Contribution Agreements Relating To Initial Receivables And Mortgage Loans And Receivables Pooling Agreements Relating To Additional Receivables, And (B) Obtaining Postpetition Financing On A Secured, Superpriority Basis, (II) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b) and 4001(c), And (III) Granting Related Relief [Docket No. 13]

**Related Documents:**

- a. Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b. Declaration of Marc D. Puntus in Support of the Debtors' Motions for Interim and Final Orders Authorizing the Debtors to Enter Into the Barclays DIP Facility and the AFI DIP Facility [Docket No. 20]
- c. Interim Order Pursuant to 11 U.S.C. 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364 (d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004: (I) Authorizing the Debtors to (A) Enter Into and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables, and (B) Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (III) Granting Related Relief [Docket No. 80]
- d. Notice of Filing of Revised Exhibit B to Debtors' Motion for Interim and Final Orders Pursuant to 11 U.S.C. 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364 (d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004: (I) Authorizing the Debtors to (A) Enter Into and

Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables, and (B) Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (III) Granting Related Relief [Docket No. 137]

- e. Affidavit of James L. Garrity, Jr. in Support of the Limited Objections of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors' Sale Motion and Postpetition Financing Motions [Docket No. 300]
- f. Supplemental Declaration of Marc D. Puntus in Support of the Debtors' Motions for Interim and Final Orders Authorizing the Debtors to Enter Into the Barclays DIP Facility and the AFI DIP Facility [Docket No. 368]

**Responses Received:**

- a. Second Amended Omnibus Objection [of Wendy Alison Nora] to Interim Orders of the Honorable James M. Peck as Being in Excess of the Court's Jurisdiction as Entered Without Notice to Interested Parties or Time to Respond in Violation of the Fifth and Fourteenth Amendments to the Constitution of the United States and Having the Effect of Depriving the Claimant of her Procedural and Substantive Due Process of Law to the Constitution of the United States and Further Being in Excess of Any Reasonable Exercise of the Court's Equitable Powers Under 11 U.S.C. § 105 (the "Nora Objection") [Docket No. 227]<sup>1</sup>
- b. Additional Objection and Opposition [of Paul N. Papas] to Interim Requests in the Above Matter (the "Papas Objection") [Not docketed]<sup>2</sup>
- c. Limited Objection of Certain Trustees For Residential Mortgage Backed Securities Trusts To The Debtors' Postpetition Financing Motions [Docket No. 288]

---

<sup>1</sup> Docket No. 227 amended the previously filed (i) Omnibus Objection [of Wendy Alison Nora] to Interim Orders of the Honorable James M. Peck as Being in Excess of the Court's Jurisdiction as Entered Without Notice to Interested Parties or Time to Respond in Violation of the Fifth and Fourteenth Amendments to the Constitution of the United States and Having the Effect of Depriving the Claimant of her Procedural and Substantive Due Process of Law to the Constitution of the United States and Further Being in Excess of Any Reasonable Exercise of the Court's Equitable Powers Under 11 U.S.C. § 105 [Docket No. 118] and (ii) First Amended Omnibus Objection [of Wendy Alison Nora] to Interim Orders of the Honorable James M. Peck as Being in Excess of the Court's Jurisdiction as Entered Without Notice to Interested Parties or Time to Respond in Violation of the Fifth and Fourteenth Amendments to the Constitution of the United States and Having the Effect of Depriving the Claimant of her Procedural and Substantive Due Process of Law to the Constitution of the United States and Further Being in Excess of Any Reasonable Exercise of the Court's Equitable Powers Under 11 U.S.C. § 105 [Docket No. 121]

<sup>2</sup> The Papas Objection amends the Omnibus Objection to Interim Orders of the Honorable James M. Peck in the Above Matter [Docket No. 157], concurring with the Nora Objection.

- d. Omnibus Objection Of Green Planet Servicing, LLC To Certain Of The Debtors' First Day Pleadings [Docket No. 293]
- e. Limited Objection of the United States of America to Debtors' Motion for Final Order Approving Debtor-in-Possession Financing with Respect to Barclays Bank PLC [Docket No. 299]
- f. Omnibus Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions Seeking (I) Entry Into The Barclays DIP Facility, (II) Entry Into The Ally DIP Facility And The Use Of Certain Cash Collateral, And (III) The Use Of The Citibank Cash Collateral [Docket No. 301]

**Filed Replies:**

- a. Reply of Citibank, N.A. to Omnibus Objection of the Official Committee of Unsecured Creditors to the Debtors' Motions Seeking (I) Entry Into the Barclays DIP Facility, (II) Entry Into the Ally DIP Facility and the Use of Certain Cash Collateral, and (III) The Use of the Citibank Cash Collateral [Docket No. 358]
- b. Debtors' Omnibus Reply to Objections to DIP Financing and Cash Collateral Motions [Docket No. 372]

**Status:** The hearing on this matter will be going forward.

- 7. Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 208]

**Related Documents:**

- a. Declaration of R. Ted Weschler In Support of the Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 209]
- b. Motion Pursuant to Fed. R. Bankr. P. 9006 and Local Bankruptcy Rules 9006-1 and 9077 for Entry of an Order Shortening and Limiting the Time for and Notice of and Scheduling a Hearing to Consider the Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 210]
- c. Order Shortening and Limiting the Time for and Notice of and Scheduling a Hearing to Consider the Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 219]
- d. Notice of Hearing [Docket No. 220]

- e. Supplemental Declaration of R. Ted Weschler In Support of the Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 250]

**Responses Received:**

- a. Ally Financial Inc's. Limited Objection to Berkshire Hathaway Inc.'s Motion for the Appointment of an Examiner Pursuant to 11 U.S.C. 1104(c) [Docket No. 289]
- b. Limited Statement of the Ad Hoc Group of Junior Secured Noteholders in Connection with the Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner [Docket No. 295]
- c. Response Of The Official Committee Of Unsecured Creditors To The Motion Of Berkshire Hathaway Inc. For The Appointment Of An Examiner Pursuant To 11 U.S.C. § 1104(C) [Docket No. 297]
- d. Debtors' Objection to Motion of Berkshire Hathaway Inc. for Appointment of an Examiner Pursuant to 11 U.S.C. 1104(c) [Docket No. 304]
- e. Joinder [of Certain Insurance Companies] to Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner [Docket No. 329]
- f. Joinder [of Lead Plaintiff, New Jersey Carpenters Health Fund] to Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner [Docket No. 330]

**Filed Replies:**

- a. Reply in Support of Motion of Berkshire Hathaway Inc. for the Appointment of an Examiner Pursuant to 11 U.S.C. 1104(c) [Docket No. 355]

**Status:** The hearing on this matter will be going forward.

- 8. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]

**Related Documents:**

- a. Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 6]
- b. Memorandum of Law In Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 62]
- c. Declaration of Samuel L. Greene in Support of the Proposed Sale of Debtors' Assets [Docket No. 63]
- d. Notice of Filing of Additional Exhibit to Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 66]
- e. Notice of Filing of Corrected Exhibit C to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 106]
- f. Notice of Filing of Corrected Exhibit C-1 to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr.

P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 107]

- g.** Notice of Filing of Amended Proposed Orders for Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 113]
- h.** Notice of Hearing on Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 188]
- i.** Amended Declaration of Peter Giamporcaro in Support of the Sale of the Nationstar Purchases Assets Without a Privacy Ombudsman [Docket No. 189]
- j.** Declaration of R. Ted Weschler in Support of Berkshire Hathaway Inc.'s Objection to Debtors' Motion to Approve Sale Procedures filed by Seth Goldman on behalf of Berkshire Hathaway Inc. [Docket No. 287]
- k.** Declaration of Martin G. Bunin in Support of Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to (a) Limited Objection of Certain Trustees for Residential

Mortgage Backed Securities Trusts to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (b) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors Postpetition Financing Motions [Docket No. 296]

- l. Affidavit of James L. Garrity, Jr. in Support of the Limited Objections of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors' Sale Motion and Postpetition Financing Motions [Docket No. 300]
- m. Declaration of Jared Dermont in Support of the Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Authorizing and Approving Sale Procedures, Including Break-Up Fees and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief [Docket No. 349]

**Responses Received:**

- a. Objection of the United States Trustee to Debtors' Motion for Approval of Sale Procedures, Including Break-up Fee and Expense Reimbursement and Related Relief [Docket No. 271]
- b. Limited Objection To Debtors' Motion For Orders: (A)(I) Authorizing And Approving Sale Procedures, Including Break-Up Fee And Expense Reimbursement; (II) Scheduling Bid Deadline And Sale Hearing; (III) Approving Form And Manner Of Notice Thereof; And (IV) Granting Related Relief And (B)(I) Authorizing The Sale Of Certain Assets Free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (II) Authorizing And Approving Asset Purchase Agreements Thereto; (III) Approving The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto; And (IV) Granting Related Relief [Docket No. 278]
- c. Reservation Of Rights Of WFBNA To Debtors Motion Pursuant To 11 U.S.C. §§ 105, 363(B), (F), And (M), 365 And 1123, And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 For Orders: (A)(I) Authorizing And Approving Sale Procedures, Including Break-Up Fee And Expense

Reimbursement; (II) Scheduling Bid Deadline And Sale Hearing; (III) Approving Form And Manner Of Notice Thereof; And (IV) Granting Related Relief And (B)(I) Authorizing The Sale Of Certain Assets Free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (II) Authorizing And Approving Asset Purchase Agreements Thereto; (III) Approving The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto; And (IV) Granting Related Relief [Docket No. 281]

- d. Limited Objection Of U.S. Bank National Association, As Indenture Trustee, To Debtors' Motion Pursuant To 11 U.S.C. §§ 105, 363(B), (f) And (m), 365 And 1123, And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 For Orders: (A)(I) Authorizing And Approving Sale Procedures, Including Break-Up Fee And Expense Reimbursement; (i) Scheduling Bid Deadline And Sale Hearing; (iii) Approving Form And Manner Of Notice Thereof; And (iv) Granting Related Relief And (B)(I) Authorizing The Sale Of Certain Assets Free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (ii) Authorizing And Approving Asset Purchase Agreements Thereto; (iii) Approving The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto; And (iv) Granting Related Relief [Docket No. 282]
- e. Federal Home Loan Mortgage Corporation's Response and Limited Objection to Debtors' Motion to Approve Sale Procedures [Docket No. 283]
- f. Objection of Berkshire Hathaway to Debtors' Motion Pursuant to 11 U.S.C. Sections 105, 363(B), (F), and (M), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (I) Granting Related Relief [Docket No. 284]
- g. Limited Objection of Frost Bank to Debtors' Motion Pursuant to 11 U.S.C. Sections 105, 363(B), (F), and (M), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset

Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (I) Granting Related Relief [Docket No. 286]

- h. Statement of the United States of America Concerning Debtors' Motion to Approve Sale Procedures [Docket No. 290]
  - i. Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors Motion Pursuant to 11 U.S.C. Sections 105, 363(B), (F), and (M), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (I) Granting Related Relief [Docket No. 291]
  - j. Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to (a) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (b) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors Postpetition Financing Motions [Docket No. 292]
  - k. Omnibus Objection Of Green Planet Servicing, LLC To Certain Of The Debtors' First Day Pleadings [Docket No. 293]
  - l. Response of Lone Star U.S. Acquisitions, LLC to Debtors' Motion Pursuant to 11 U.S.C. Sections 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and

- Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 298]
- m.** Statement of Fannie Mae Concerning Debtors' Motion to Approve Sale Procedures and Related Relief [Docket No. 302]
  - n.** Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motion For An Order (I) Authorizing And Approving Sale Procedures, Including Break-Up Fees And Expense Reimbursement; (II) Scheduling Bid Deadline And Sale Hearing; (III) Approving Form And Manner Of Notice Thereof; And (IV) Granting Related Relief [Docket No. 306]
  - o.** Nationstar Mortgage LLC's Response in Support of Debtors' Request for Entry of the Sale Procedures Order [Docket No. 360]

**Filed Replies:**

- a.** Omnibus Reply to Objections to Debtors' Sale Motion and Reservation of Rights of Citibank, N.A. [Docket No. 357]
- b.** Ally Financial Inc.'s Consolidated Response to Certain Objections to Debtors' Sale Procedures Motion [Docket No. 359]
- c.** Debtors' Omnibus Reply to Objections to Sale Procedures Order [Docket No. 373]

**Status:** The hearing on this matter will be going forward.

Dated: June 14, 2012  
New York, New York

/s/ Larren M. Nashelsky  
Larren M. Nashelsky  
Gary S. Lee  
Lorenzo Marinuzzi  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Proposed Counsel for the Debtors and  
Debtors in Possession*